

AUG 12 2004

**P04000177645**

Florida Department of State  
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Account Name : EMPIRE CORPORATE RIT COMPANY  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2004 AUG 12 P 2:00

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**FLORIDA PROFIT CORPORATION OR P.A.**

**martinez & sons construction inc.**

Certificate of Status	0
Certified Copy	1
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

August 12, 2004

EMPIRE CORPORATE KIT COMPANY

SUBJECT: MARTINEZ & SONS CONSTRUCTION INC.  
REF: W04000030799

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The person designated as incorporator in the document and the person signing as incorporator must be the same.

If you have any further questions concerning your document, please call (850) 245-6965.

Dorine Marlin  
Document Specialist  
New Filings Section

FAX Aud. #: W04000165469  
Letter Number: 204AN0049921

*H04000165469*  
CERTIFICATE OF INCORPORATION

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OF

2004 AUG 12 P 2:00

MARTINEZ & SONS CONSTRUCTION INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the General Acts of Legislature of the State of Florida, do hereby subscribe to this certificate of incorporation.

FIRST: The name of the corporation is:

MARTINEZ & SONS CONSTRUCTION INC.

and its principal place of business will be at

11264 S W 91 TERR MIAMI FLORIDA 33176

SECOND: The business of this corporation shall be to engage in any and all lawful business or businesses.

THIRD: The Corporation shall have one class of stock, namely common, voting and participating. Each share of stock shall be \$1.00 par value and the maximum number of shares to be issued and outstanding at any one time is 1000.

All of such stock shall be issued as fully paid for and exempted from assessment. Such stock may be paid for in property, labor or services and property and labor or services may be purchased or paid for by the corporation with such stock. Likewise stock of other corporations or going businesses may be purchased by corporation in return for this corporation's stock. Such property, labor, services and stock of other corporations and going business shall be at just valuation determined by the Board of Directors. This corporation may purchase, trade, or otherwise acquire, hold or re-issue shares of its own stock.

FOURTH: The amount of capital with which the corporation shall begin business will not be less than FIVE HUNDRED (\$500.) DOLLARS.

FIFTH: The existence of the corporation shall be perpetual.

SIXTH: The board of directors shall consist of no fewer than one or more than seven directors.

SEVENTH: The common stock of this corporation shall be issued pursuant to the requirements of section 1241 of the Internal Revenue code and the regulations issued thereunder.

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EIGHTH: The names and post office address of the first officers and directors who, subject to the provisions of this certificate of incorporation, the By-laws and the laws of the state of Florida thereunto appertaining, shall hold office for the first year of the corporation's existence or until their successors are elected and shall have qualified, are as follows:

Office	Name	Post office address
PRESIDENT	DAGOBERTO MARTINEZ	11264 S W 91 TERR MIAMI, FLORIDA 33176
SECRETARY	DAGOBERTO MARTINEZ	11264 S W 91 TERR MIAMI, FLORIDA 33176

NINTH: The name and post office address of each subscriber to the Certificate of Incorporation and the number of shares of stock which each agrees to take are as follows:

Name	Post office address	# Shares
DAGOBERTO MARTINEZ	11264 S W 91 TERR MIAMI FLORIDA 33176	100

For the stock the above-named party will pay the sum of Five and no/100 (5.00) Dollars-----for each share of stock, or a total of FIVE HUNDRED and no/100 ( 500.00 ) DOLLARS.

TENTH: The stockholders of this corporation may divide themselves into groups for the purposes of obtaining unit control in the corporation, and when any agreement shall be binding upon the corporation, it shall be recognized by the directors and shall be observed by the officers and agents of the corporation; and particularly the stockholders are authorized to include in such agreements entered into between themselves provisions which will confer upon the individual groups the power to elect certain numbers of directors and, in particular, the stockholders may include in agreements between themselves the following as valid matters of agreement, to wit:

- (a) The manner and method in which the persons by whom directors may be elected.
- (b) Any limitations upon the transferability or assignment of the stock.
- (c) The conferring of preemptive rights of purchase upon stockholders as conditions precedent to the sale of any other stock.
- (d) The making of By-Laws and rules for holding meetings and what constitutes a quorum therefore.
- (e) Any matters related to effectuating the purposes included in any of the foregoing matters.

Agreements between stockholders shall continue binding upon the corporation until there is filed with the president and secretary of the corporation, in duplicate, a written instrument signed by the persons who originally created such stockholder agreement ( or their successors in ownership, providing such succession in ownership shall have been accomplished in accordance with the terms of the stockholders agreement ) consenting to the revocation and cancellation of the agreement among the stockholders.

ELEVENTH: Cumulative voting may be permitted by the terms of the by-laws.

TWELFTH: DAGOBERTO MARTINEZ residing at 11264 S W 91 TERRACE MIAMI, FLORIDA 33176

Registered agent for service of process upon this corporation, subject nevertheless to the right of this corporation to change such resident agent and the office location of place of business for service of process in the manner provided in Section 48.091(1) of Florida Statutes.

IN WITNESS WHEREOF, the parties hereto have hereunto set their hand and seals this 11 day of AUGUST A.D., 2004.

Signed, sealed and delivered in the presence of ( At to all )

Dagober to Martinez (Seal)  
DAGOBERTO MARTINEZ

(Seal)

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dagober to Martinez (Seal)  
DAGOBERTO MARTINEZ REGISTERED AGENT

